



**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*



20, March 2002

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23924 FILED

APR 3 '02 3-54 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Locomotive Equipment Lease Agreement dated as of February 19, 2002 between the following parties:

Lessee:	Southwestern Railroad Company, Inc. 3811 Airport Road Ogden, Utah 84405
Lessor:	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Agreement dated February 19, 2002 related to one (1) locomotive bearing reporting mark DJPX 2003.

Please file this agreement as a primary document. A check in the amount of \$28.00, check #18491, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4137.

Sincerely,

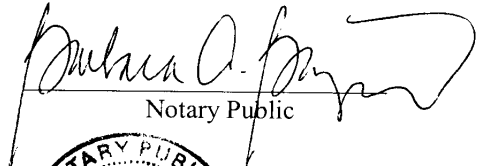
Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)


Barb Brzezicki  
Documentation Assistant

Enclosures

**CERTIFICATE**

The undersigned, Barbara A. Brzezicki notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
Notary Public

 **BARBARA A. BRZEZICKI**  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

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APR 3 '02 3-54 PM


SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 19<sup>th</sup> day of February, 2002, is intended to evidence the lease dated as of November 27, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOUTHWESTERN RAILROAD COMPANY, INC.**, a Utah corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Locomotive"). Lessee is renting from Lessor the Locomotive at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION  
SERVICES, INC.**

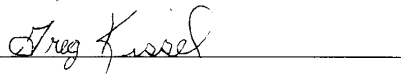
By: 

Name: Paul G. Jantsch

Title: President

Date: February 19, 2002

**SOUTHWESTERN RAILROAD  
COMPANY, INC.**

By: 

Name: Greg Kissel

Title: Executive Vice President of Operations

Date: 2/25/02

RECORDATION NO. 23924 FILED

APR 3 2002 3-54 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO


COUNTY OF HAMILTON

)  
)  
) SS:

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006


Barbara A. Brzezicki  
Notary Public  
BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF UTAH

COUNTY OF Delaware

)  
)  
) SS:

The foregoing instrument was acknowledged before me this 25 day of February 2002, by Greg Kissel, the Executive Vice President of Operations, of Southwestern Railroad Company, Inc., a Utah corporation, on behalf of the corporation.

MARNI DURBANO  
NOTARY PUBLIC • STATE OF UTAH  
2811 AIRPORT ROAD  
BORDING N714  
ODGEN UT 84402  
COMM. EXP 11-15-2005

Marni Durbano  
Notary Public

## **EXHIBIT A**

To the Memorandum of Lease dated November 27, 2001, between Joseph Transportation Services, Inc. and Southwestern Railroad Company, Inc.

### **DESCRIPTION OF LOCOMOTIVES**

One (1) locomotive bearing reporting marks:

DJPX 2003